

DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I declare that:

My residence, post office address and citizenship are as stated below next to my name; that I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention or design entitled *Rebate Processing System and Method Providing Promotions Database and Interface*, the specification of which is attached hereto;

That I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above; and

That I acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to me to be material to patentability as defined in 37 C.F.R. § 1.56.

I hereby claim foreign priority benefits under 35 U.S.C. § 119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application(s) for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

<u>Number</u>	<u>Country</u>	<u>Date Filed</u>	<u>Priority Claimed</u> <u>(Yes)</u> <u>(No)</u>
-----NONE-----			

I hereby claim the benefit under 35 U.S.C. § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application(s) in the manner

provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to me to be material to patentability as defined in 37 C.F.R. § 1.56 which became available between the filing date of the prior application(s) and the national or PCT international filing date of this application:

<u>Application</u> <u>Serial Number</u>	<u>Date Filed</u>	<u>Status</u>
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-----NONE-----

I hereby appoint:

Jerry W. Mills	Reg. No. 23,005
Robert M. Chiaviello, Jr.	Reg. No. 32,461
Ann C. Livingston	Reg. No. 32,479
Thomas R. Felger	Reg. No. 28,842
Charles S. Fish	Reg. No. 35,870
Wei Wei Jeang	Reg. No. 33,305
Kevin J. Meek	Reg. No. 33,738
T. Murray Smith	Reg. No. 30,222
Barton E. Showalter	Reg. No. 38,302
David G. Wille	Reg. No. 38,363
Bradley P. Williams	Reg. No. 40,227
Terry J. Stalford	Reg. No. 39,522
Christopher W. Kennerly	Reg. No. 40,675
Harold E. Meier	Reg. No. 22,428
Douglas M. Kubehl	Reg. No. 41,915
Samir A. Bhavsar	Reg. No. 41,617
Thomas R. Nesbitt, Jr.	Reg. No. 22,075
James J. Maune	Reg. No. 26,946
Roger J. Fulghum	Reg. No. 39,678
Rodger L. Tate	Reg. No. 27,399
Scott F. Partridge	Reg. No. 28,142
James B. Arpin	Reg. No. 33,470
James Remenick	Reg. No. 36,902
Jay B. Johnson	Reg. No. 38,193
Robert W. Holland	Reg. No. 40,020
Floyd B. Chapman	Reg. No. 40,555
Randall W. Mishler	Reg. No. 42,006
Robert A. King	Reg. No. 42,738
James L. Baudino	Reg. No. 43,486
Scott T. Morris	Reg. No. 43,818
Tara D. Knapp	Reg. No. 43,723
William R. Borchers	Reg. No. 44,549

Robin A. Brooks  
Darren W. Collins  
Brian W. Oaks  
Luke K. Pedersen  
Matthew B. Talpis  
David M. Doyle  
Russell W. White

Reg. No. 44,563  
Reg. No. 44,625  
Reg. No. 44,981  
Reg. No. 45,003  
Reg. No. 45,152  
Reg. No. 43,596  
Reg. No. P45,691

Patent Agents:

Brian A. Dietzel  
Kevin R. Imes

Reg. No. 44,656  
Reg. No. 44,795

all of the firm of Baker & Botts, L.L.P., my attorneys with full power of substitution and revocation, to prosecute this application and to transact all business in the United States Patent and Trademark Office connected therewith, and to file and prosecute any international patent applications filed thereon before any international authorities under the Patent Cooperation Treaty.

Send Correspondence To:

Baker & Botts, L.L.P.  
2001 Ross Avenue  
Dallas, Texas 75201-2980

Direct Telephone Calls To:

Barton E. Showalter  
at (214) 953-6509  
Attorney Docket No. 067251.0105

I declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

Full name of first  
joint inventor

Kelly R. Melvin

Inventor's signature

Date

Residence (City, County, State)  
Citizenship  
Post Office Address

Issaquah (King) Washington  
United States of America  
34715 Southeast 45th Court  
Issaquah, WA 98029

Full name of additional  
joint inventor

Andrew F. Adams

Inventor's signature

Date

Residence (City, County, State)  
Citizenship  
Post Office Address

Plano (Collin) Texas  
United States of America  
5957 Sawgradd Court  
Plano, TX 75093

Full name of additional  
joint inventor

William E. Woodson

Inventor's signature

Date

Residence (City, County, State)  
Citizenship  
Post Office Address

Dallas (Dallas) Texas  
United States of America  
2210 Winsted Ave., Apt. 5323  
Dallas, TX 75214

Full name of additional  
joint inventor

Steven B. Solomon

Inventor's signature

Date

Residence (City, County, State)  
Citizenship  
Post Office Address

Dallas (Dallas) Texas  
United States of America  
4412 Edmondson Avenue  
Dallas, TX 75205

Full name of additional  
joint inventor

Michael D. Reynolds

Inventor's signature

Date

Residence (City, County, State)  
Citizenship  
Post Office Address

Richardson (Collin) Texas  
United States of America  
5704 Carrington Court  
Richardson, TX 75082

Full name of additional  
joint inventor

Kenneth R. Johnsen

Inventor's signature

Date

Residence (City, County, State)  
Citizenship  
Post Office Address

Dallas (Dallas) Texas  
United States of America  
5821 Lakehurst Avenue  
Dallas, TX 75230

Full name of additional  
joint inventor

Barbara A. Bagwell

Inventor's signature

Date

Residence (City, County, State)  
Citizenship  
Post Office Address

North Hollywood (Los Angeles)  
California  
United States of America  
4910 Tujunga Avenue  
North Hollywood, CA 91601

ATTORNEY DOCKET  
067251.0105

PATENT  
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Full name of additional  
joint inventor

Mason Wright

Inventor's signature

Date

Residence (City, County, State)  
Citizenship  
Post Office Address

Bellevue (King) Washington  
United States of America  
2420 161st Ave., NE  
Bellevue, WA 98008

Applicant or Patentee: R. Melvin, et al.

orney's Docket 067251.0105

Serial or Patent No.

Filed or Issued:

December 22, 1999

Title:

REBATE PROCESSING SYSTEM AND METHOD PROVIDING PROMOTIONS  
DATABASE AND INTERFACE

**VERIFIED STATEMENT (DECLARATION) CLAIMING SMALL ENTITY STATUS  
(37 CFR 1.9(f) & 1.27(c)) – SMALL BUSINESS CONCERN**

I hereby declare that I am an official of the small business concern empowered to act on behalf of the concern identified below:

Name of Small Business Concern: HOW2.COM, INC.  
Address of Small Business Concern: 3811 Turtle Creek Blvd., Suite 600  
Dallas, TX 75219

I hereby declare that the above-identified small business concern qualifies as a small business concern as defined in 13 CFR 121.12, and reproduced in 37 CFR 1.9(d), for purposes of paying reduced fees to the United States Patent and Trademark Office, in that the number of employees of the concern, including those of its affiliates, does not exceed 500 persons. For purposes of this statement, (1) the number of employees of the business concern is the average over the previous fiscal year of the concern of the persons employed on a full-time, part-time or temporary basis during each of the pay periods of the fiscal year, and (2) concerns are affiliates of each other when either, directly or indirectly, one concern controls or has the power to control the other, or a third party or parties controls or has the power to control both.

I hereby declare that rights under contract or law have been conveyed to and remain with the small business concern identified above with regard to the invention, entitled *Rebate Processing System and Method Providing Promotions Database and Interface* by inventors Kelly R. Melvin, et al., described in the specification filed herewith.

If the rights held by the above-identified small business concern are not exclusive, each individual, concern or organization having rights in the invention is listed below, and no rights to the invention are held by any person, other than the inventor, who would not qualify as an independent inventor under 37 CFR 1.9(c) if that person made the invention, or by any concern which would not qualify as a small business concern under 37 CFR 1.9(d), or a nonprofit organization under 37 CFR 1.9(e):

NONE

I acknowledge the duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of the issue fee or my maintenance fee due after the date on which status as a small entity is no longer appropriate. (37 CFR 1.28(b)).

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

Name of Person Signing: Steven B. Solomon  
Title of Person if other than owner: CEO  
Address of Person Signing: 3811 Turtle Creek Blvd., Suite 600  
Dallas, TX 75219

Signature: \_\_\_\_\_

Date: \_\_\_\_\_